

**UNITED STATES DISTRICT COURT
MIDDLE DISTRICT OF TENNESSEE
NASHVILLE DIVISION**

HENRY ROHRBACHER,
Individually on Behalf of Himself
and All Others Similarly Situated,

Plaintiff,

v.

**EMDEON INC., GEORGE I.
LAZENBY, IV, TRACY L. BAHL,
PHILLIP U. HAMMARSKJOLD,
ALLEN R. THORPE, MARK F.
DZIALGA, JONATHAN C. KORNGOLD,
JIM D. KEVER, DINYAR S. DEVITRE,
BLACKSTONE CAPITAL PARTNERS
VI, L.P., HELLMAN & FRIEDMAN LLC,
GENERAL ATLANTIC LLC, BEAGLE
PARENT CORP., and BEAGLE
ACQUISITION CORP.,**

Defendants.

No. 3:11-cv-00845

Chief Judge Todd J. Campbell

Magistrate Judge Juliet E. Griffin

CLASS ACTION

**DECLARATION OF E. STEELE CLAYTON, IV IN SUPPORT OF
DEFENDANTS' MOTION TO DISMISS THE
AMENDED SHAREHOLDER CLASS ACTION COMPLAINT**

I, E. Steele Clayton, IV, hereby declare and state as follows:

1. I submit this declaration in support of the Defendants' (Emdeon, Inc., George I. Lazenby, IV, Tracy L. Bahl, Phillip U. Hammarskjold, Allen R. Thorpe, Mark F. Dzialga, Jonathan C. Korngold, Jim D. Kever, Dinyar S. Devitre, Blackstone Capital Partners VI, L.P., Hellman & Friedman LLC, General Atlantic LLC, Beagle Parent Corp., and Beagle Acquisition Corp.) Motion To Dismiss The Amended Shareholder Class Action Complaint.

2. I am an attorney duly admitted to practice law in the State of Tennessee and am a member of the law firm of Bass, Berry & Sims PLC, counsel of record for Emdeon, Inc. and the Individual Defendants in this litigation. The facts stated herein are known to me of my own personal knowledge and, if sworn, I could and would testify competently thereto.

3. Attached as Exhibit A is a true and correct copy of the definitive Proxy Statement of Emdeon Inc., filed with the Securities and Exchange Commission on September 29, 2011.

4. Attached as Exhibit B is a true and correct copy of the “Verified Consolidated Amended Class Action Complaint” in *In re Emdeon Inc. Shareholder Litigation*, C.A. No. 6767-VCN (the “Consolidated Delaware Action”), filed in the Court of Chancery of the State of Delaware on August 26, 2011.

5. Attached as Exhibit C is a true and correct copy of Scheduling Order entered by the Delaware Court of Chancery on September 7, 2011 in the Consolidated Delaware Action.

6. Attached as Exhibit D is a true and correct copy of the “Amended Complaint for Breach of Fiduciary Duty,” filed in the Tennessee Chancery Court for Davidson County, Twentieth Judicial District, in *City of Pontiac General Employees’ Retirement System v. Emdeon et al.*, (the “Tennessee Chancery Action”) on September 6, 2011.

7. Attached as Exhibit E is a true and correct copy of the Memorandum and Order of the Tennessee Chancery Court, filed in the Tennessee Chancery Action on September 12, 2011.

* * *

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Dated: October 6, 2011

/s/ E. Steele Clayton, IV
E. Steele Clayton, IV

CERTIFICATE OF SERVICE

I do hereby certify that I electronically filed the foregoing with the Clerk of the Court by using the CM/ECF system on this 6th day of October 2011, which will send a notice of electronic filing to the following:

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